

## Share Purchase Plan – Offer Booklet

Cohiba Minerals Limited (ASX: 'CHK', 'Cohiba' or 'the Company') previously announced its intention to offer eligible shareholders the opportunity to participate in the Company's Share Purchase Plan to subscribe for additional shares in the Company ('SPP'). The SPP is targeting \$2.0 million before costs with an issue price of \$0.017 (1.7 cents) per share.

Shareholders who were registered holders of CHK shares at 7:00pm AEDT on 27 November 2020 and whose registered address is in Australia or New Zealand are eligible to participate in the SPP and subscribe for up to \$30,000 of shares under the SPP. Participation in the SPP is optional. No brokerage or transaction costs will be payable by participating shareholders.

The Board of Directors of the Company is now pleased to confirm the offer under the SPP opens today and to make that offer to eligible shareholders on the terms and conditions contained in the SPP offer booklet attached to this announcement. The SPP offer booklet with an accompanying personalised application form has been despatched to all eligible shareholders today.

Funds raised under the SPP will be applied to additional exploration activities at the Company's exploration assets with a specific focus on extending the programs of work at Horse Well (South Australia) and Pernatty C (South Australia) and investigating new IOCG targets at Lake Torrens (South Australia) and finalisation of the Mining Lease for the Pyramid Lake gypsum project (Western Australia). Some of the funding will also be applied to working capital to achieve these ends.

The SPP offer is not underwritten and the Board may, at its discretion, accept oversubscriptions subject to applicable law including compliance with the Listing Rules and ASIC Instrument 2019/547. Any oversubscription through the SPP not accepted by the Board will be scaled back on a pro rata basis, at the Board's discretion.

The SPP offer opens today and is scheduled to close on Friday 18 December 2020 at 5.00 pm (AEDT). Should shareholders wish to discuss any information contained in the SPP offer booklet, please contact the Company Secretary on +61 3 8630 3321.

**-Ends**

This announcement has been authorised for release by the Board of CHK.

**For shareholder enquires please contact:**

Mordechai Benedikt  
Executive Chairman

[admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au)

### Address

Level 21  
459 Collins Street  
Melbourne VIC 3000  
Phone: +61 3 8630 3321

### Directors

Mordechai Benedikt – Executive Chairman  
Andrew Graham – Executive Director  
Nochum Labkowski – NED

**Cohiba Minerals Limited**  
**ABN 72 149 026 308**

**SHARE PURCHASE PLAN 2020 OFFER BOOKLET**

This Offer of Shares in the Company is made on the terms and conditions of the SPP set out in this Offer Booklet and the accompanying personalised Application Form. The closing date for this Offer is 5:00pm Melbourne time on Friday, 18 December 2020.

**It is important that you read this Offer Booklet and accompanying personalised Application Form in full. You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer. All dates are indicative only and are subject to change.**

Due to Government directions and other restrictions and for the purposes of public health and safety payments by cheque or money order will not be accepted.

**Note that application amounts payable by Australian Shareholders can only be paid by BPAY<sup>®1</sup> as set out in the personalised Application Form.**

**For details of how to make payment of application amounts, New Zealand Shareholders can contact Company on (03) 8630 3321 or by email to [admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au) or the Company's Share Registrar on 1300 288 664 or by email to [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au).**

Note: Certain capitalised terms used in this Offer Booklet have the meaning set out in the Glossary on page 8. All monetary amounts stated in this Offer Booklet are in Australian dollars (AUD).

<b>KEY OFFER DETAILS</b>	
Issue price of shares offered under this SPP	1.7 cents (\$0.017) per Share
Minimum application amount:	\$2,000 (117,647 Shares)
Maximum application amount: <sup>^</sup>	\$30,000 (1,764,705 Shares)
Applications can only be made for parcels of Shares valued (at the issue price) at:*	<p>A. \$2,000 (117,647 Shares) E. \$20,000 (1,176,470 Shares)            B. \$5,000 (294,117 Shares) F. \$25,000 (1,470,588 Shares)            C. \$10,000 (588,235 Shares) G. \$30,000 (1,764,705 Shares)            D. \$15,000 (882,352 Shares)</p> <p>Payment by Australian Shareholders must be made by BPAY<sup>®</sup> in accordance with the instructions in the Application Form.</p> <p>For details on how to make payment of application amounts, New Zealand Shareholders can contact the Company or the Company's Share Registrar as set out above for details of how to make payment of application amounts.</p> <p>Cheques and money orders will not be accepted. You must ensure that payment is received by 5.00pm (Melbourne time) on Friday, 18 December 2020 (being the Closing Date). Unless the Company otherwise agrees, payment received after 5.00pm (Melbourne time) on the Closing Date will not be accepted.</p> <p>If you do not provide the exact amount for a parcel of Shares as described above, the Company reserves the right to issue you a lesser number of new Shares than the number you pay for and (if necessary) return a portion of your funds.</p> <p>The Company will refund to the applicant the difference (if any) between the application monies received by the</p>

	<p>Company and application monies payable for the number of Shares actually issued to the applicant.</p> <p>Refunds will be paid to the applicant either by EFT, if bank account details are held by the Share Registry, or cheque. No interest will be paid on refunds.</p>
Amount to be raised:*	<p>Up to \$2,000,000 before costs. If applications for more than this amount are received, the Board may, at its discretion, accept oversubscriptions above this amount subject to applicable law including compliance with the Listing Rules and ASIC Instrument 2019/547.</p> <p>If total applications exceed the maximum amount to be raised (including after acceptance of oversubscriptions, if any), the Company may scale back applications on a pro rata basis at the discretion of the Board based on the size of the applicant's shareholding as at the Record Date.</p> <p>Any shareholder who wishes to apply for shortfall from the SPP (if any) should contact the Company Secretary.</p> <p>There is no minimum subscription amount (i.e. all valid applications will be accepted regardless of the amount raised under the SPP, subject to scale back referred to above and subject to the terms of this Offer Booklet).</p>
Proposed use of funds:	<p>Funds raised by this Offer will be applied to additional exploration activities at the Company's exploration assets with a specific focus on extending the programs of work at Horse Well (South Australia) and Pernatty C (South Australia) and investigating the new IOGC targets at Lake Torrens (South Australia) and the finalisation of the Mining Lease for the the Pyramid Lake gypsum project (Western Australia). Some of the funds raised will also be applied to working capital to achieve these ends.</p>
Is the Offer underwritten?	No, the Offer is not underwritten.
Offer Date:	2 December 2020, being the date of this Offer Booklet.
Eligibility:	To be eligible under the Offer, the applicant's address in the Company's register of members must be in Australia or New Zealand. The applicant must have been registered as a shareholder on the Record Date.
Record Date (for determining recipients of this Offer):	7:00pm Melbourne time on Friday 27 November 2020, being the business day before the date on which the SPP was announced to ASX.
Closing Date:†	<p>5:00pm Melbourne time on Friday 18 December 2020.</p> <p>Please allow time for processing of your payment. Late applications will not be accepted unless the Company otherwise agrees.</p>
Anticipated issue of new Shares:†	Tuesday 29 December 2020
Anticipated commencement of trading of new Shares: †	Wednesday 30 December 2020
Anticipated dispatch of holding statements	Wednesday 30 December 2020
Anticipated dispatch of refunds (if applicable)	Monday 4 January 2021

*Custodians (within the meaning of ASIC Instrument 2019/547) may apply for up to \$30,000 (1,764,705 shares) on behalf of each distinct beneficiary represented, by returning by email their completed Application Form and Custodian Schedule ("Custodian Schedule") which can be obtained from the Company or its Share Registrar and making payment in accordance with the instructions provided by the Registrar. Further details are provided below.*

*\* The Company is targeting to raise up to \$2,000,000 before costs of the SPP. If applications for more than this amount are received, the Board may, at its discretion, accept oversubscriptions above this amount, subject to applicable law including compliance with the Listing Rules and ASIC Instrument 2019/547. If total applications exceed the maximum amount to be raised (including after acceptance of oversubscriptions, if any) the Company may scale back (reduce) the number of Shares issued in response to an application. If a scale back is necessary, the scale back will be applied on a pro rata basis at the discretion of the Board based on the size of an applicant's shareholding as at the Record Date. The Company will refund to the applicant the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant. Refunds will be paid to the applicant either by EFT, if bank account details are held by the Share Registry, or cheque. No interest shall be paid on refunded application monies.*

*+ The above dates (other than the Record Date and the Offer Date) are indicative only. The Company reserves the right to change any date without notice including by postponing the closing date or closing this Offer early, or to withdraw or cancel this Offer. The Company reserves the right to vary dates via lodgement of an announcement with ASX and eligible Shareholders are therefore encouraged to monitor the Company's ASX announcements available via [www2.asx.com.au](http://www2.asx.com.au), search code "CHK". Applicants should be aware of and take into account any transaction or transfer limits imposed by their financial institution and their financial institution's cut-off time (for example, where a payment is to be processed overnight) and it is the applicant's responsibility to ensure funds are submitted correctly by the closing date and time. If the applicant has any questions regarding making payment they should contact the Company on (03) 8630 3321 or by email to [admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au), or the Company's Share Registrar on 1300 288 664 or by email to [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au).*

If you wish to participate in this SPP you must apply and subscribe for Shares using the details in this Offer Booklet and the personalised Application Form accompanying this Offer Booklet (including instructions from the Company and/or the Company's Share Registrar). Due to Government directions and other restrictions and for the purposes of public health and safety payments by cheque or money order will not be accepted. If you are a Custodian and wish to apply on behalf of distinct beneficiaries, you must complete and return by email the personalised Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar and make payment in accordance with the instructions provided by the Registrar. If any of your details on the Application Form are incorrect, or you wish to discuss any aspect of the SPP including but not limited to payment methods, please contact the Company Secretary on (03) 8630 3321 or by email to [admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au) urgently.

#### **ABOUT COHIBA MINERALS LIMITED**

Cohiba Minerals Limited (ASX: CHK) is an ASX listed mineral exploration Company with exploration areas of interest located in Western Australia, South Australia and Queensland. The Company is party to farm-in agreements and also holds exploration tenements in its own right.

Details of the Company's current activities are in the announcements made by Cohiba Minerals Limited to ASX ([www2.asx.com.au](http://www2.asx.com.au), search code "CHK") and are available from the Cohiba Minerals Limited website ([www.cohibaminerals.com.au](http://www.cohibaminerals.com.au)) or the ASX website.

#### **ABOUT USE OF FUNDS**

Funds raised by this Offer will be applied to additional exploration activities at the Company's exploration assets located in South Australia, Western Australia and Queensland with a specific focus on extending the programs of work at Horse Well (South Australia) and Pernatty C (South Australia) and investigating the new IOGC targets at Lake Torrens (South Australia) and the finalisation of the Mining Lease for the the Pyramid Lake gypsum project (Western Australia). Some of the funds raised will also be applied to working capital to achieve these ends.

#### **IMPORTANT INFORMATION**

Participation in the SPP is entirely optional and is subject to the terms and conditions specified in this Offer Booklet. Shares offered under the SPP are offered at an issue price of 1.7 cents (\$0.0.17) per Share. This price represents:

- a 4.5% discount to the volume weighted average price of the Company's shares sold on the ASX for the five days on which the Company's shares were traded between 13 November 2020 and 19 November 2020, being a period in the last 30 days in which the Company's shares were traded on ASX before the Offer date; and

- a 5.55% discount to the price at which the shares of the Company closed on 27 November 2020, being the last trading day before the Offer was announced.

Fractional entitlements to Shares will be rounded down.

Each offer made under this SPP to eligible Shareholders is made on the same terms and conditions (other than the method of payment for Australian and New Zealand Shareholders).

The Offer is not underwritten.

**Price Risk:** Applicants should specifically consider the risk of movement in market value of the Company's Shares. The market price of the Company's Shares may change between the Offer Date and the date when the Shares are issued to applicants under this SPP, with the effect that the price or value of the Shares which applicants receive under this SPP may be more or less than the price paid for the Shares. The closing price of the Company's shares on 27 November 2020, being the last trading day before the announcement of the SPP, was 1.8 cents (\$0.018). The trading price may rise or fall after the Offer Date, after the date upon which the Shares are applied for, before the Shares are issued, or before the Shares can be traded. There is no certainty that applicants will be able to sell their Shares for more than or at the same price as they paid for them, or at all. Information about the prices at which the Company's trade on ASX can be obtained from the ASX website ([www2.asx.com.au](http://www2.asx.com.au)) using the code "CHK". Closing prices can also be found in daily newspapers.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Offer Booklet. Because of this, recipients of this Offer Booklet should have regard to their own objectives, financial situation and needs.

Recipients of this Offer Booklet should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to apply for Shares under this SPP, or acquire additional Shares or other securities in the Company.

The Offer under this SPP is non-renounceable, meaning that a Shareholder cannot transfer the right to participate in the Offer to another person or entity. Participation in this Offer is not compulsory.

The Offer is made pursuant to ASIC Instrument 2019/547. Accordingly, the Company is exempted from the requirements contained in Parts 6D.2 and 6D.3 of the Corporations Act. The Company will not be issuing a prospectus in relation to the Shares offered under the SPP and is not required to seek the approval of Shareholders in relation to the offer under the SPP.

Directors and officers of the Company (and their associates) who hold Shares as at the Record Date may participate in this Offer, subject to the terms and conditions set out in this Offer Booklet and the Application Form.

The Company reserves the right to vary the terms and conditions of this SPP without notice. The Company reserves the right to waive strict compliance with the terms and conditions of this SPP, including but not only by accepting applications received after 5:00pm Melbourne time on the Closing Date.

The Company also reserves the right to terminate this SPP at any time. In the event of termination of this SPP, or rejection of any application for any reason, all monies received shall be refunded to the applicant by being returned to the transferring bank account as identified by the Share Registrar's bank without interest.

The Company reserves the right to place any shortfall in acceptances to sophisticated, professional and other exempt investors (who may include existing shareholders), subject always to compliance with applicable laws and the Listing Rules.

The Company's rights and powers may be exercised by the directors of the Company or any delegate of the directors.

This SPP, Offer, and terms and conditions (including this Offer Booklet the Application Form) are governed by the laws applying in the State of Victoria, Australia. By applying for Shares applicants agree to submit to the exclusive jurisdiction of the Courts of that State and the courts of appeal from those Courts.

#### **SHARES OFFERED**

The Shares offered under this SPP are fully paid ordinary shares in the capital of the Company. Shares issued under this SPP shall rank equally with, and have the same terms as, the Company's other Shares.

The Company will not be obliged to issue Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to issue the Shares. After the Shares are issued, the Company will promptly make an application to the ASX for the Shares to be admitted to quotation. The anticipated timetable for issuing Shares and sending holding statements to successful applicants is set out on page 2 of this Offer Booklet. It is the responsibility of applicants to

determine their allocation prior to trading in Shares. Applicants trading Shares before they receive their holding statements will do so at their own risk.

### **APPLYING FOR SHARES UNDER THE SPP**

To apply for Shares under the SPP, unless you are a Custodian (see further below), please make your payment for one of the designated subscription amounts set out on page 1 of this Offer Booklet and on the Application Form. Details of how to make payment for eligible shareholders are set out below.

#### *Australian Shareholders*

You can only make a payment by BPAY® if you are the holder of an account with an Australian Financial Institution.

There is no requirement to return the Application Form if you are paying by BPAY®.

If applying and paying by BPAY®, you need to ensure your payment of application monies is received in the Share Registrar's specified bank account in clear and immediately available funds by no later than 5:00pm Melbourne time on the Closing Date. Applicants should be aware that their own financial institution may implement early cut off times for processing BPAY® payments, and/or may impose daily or per transaction limits. It is important that you make your payment in time and according to any limits so that payment for the full number of Shares you wish to apply for is received on time and in full. Late application monies received after the specified time will not be accepted, unless the Company otherwise agrees. Neither the Company nor the Company's Share Registrar accepts any liability for, or for applications being unsuccessful due to, lost, delayed or misdelivered application forms or application monies, or for non or late receipt or processing of funds.

#### *New Zealand Shareholders*

For details on how to make payment, New Zealand Shareholders can contact the Company on (03) 8630 3321 or by email to [admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au), or the Company's Share Registrar on 1300 288 664 or by email to [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au). New Zealand Shareholders who wish to participate in the SPP are encouraged to contact the Company or the Company's Share Registrar as soon as possible to ensure payment of application monies is received in accordance with payment instructions by no later than 5:00pm on the Closing Date.

#### *All eligible Shareholders*

**Due to Government directions and other restrictions and measures in response to the COVID-19 pandemic, for the purposes of public health and safety payments by cheque or money order will not be accepted.**

By making payment for Shares offered under this SPP the applicant confirms that it is an eligible Shareholder, certifies the matters set out in the Application Form and agrees to be bound by the Constitution of the Company and by the terms and conditions set out in this Offer Booklet and the Application Form. Receipt by the Company's Share Registrar of payment for Shares offered under this SPP constitutes an irrevocable and unconditional acceptance of the Offer in accordance with the terms and conditions of this Offer Booklet and the Application Form by the applicant.

Applications can only be made in one of the designated amounts set out in the Application Form. The Company reserves the right to waive this requirement, or to accept the application for the number of Shares for which payment is received.

As noted above, the Company is targeting to raise up to \$2,000,000 before costs of the SPP. If applications for more than this amount are received, the Board may, at its discretion, accept oversubscriptions above this amount, subject to applicable law including compliance with the Listing Rules and ASIC Instrument 2019/547. If total applications exceed the maximum amount to be raised (including after acceptance of oversubscriptions, if any) the Company may scale back (reduce) the number of Shares issued in response to an application. If a scale back is necessary, the scale back will be applied at the discretion of the Board on a pro rata basis based on the size of an applicant's shareholding as at the Record Date.

The Company reserves the right to reject an application and/or funds received, and/or may refuse to issue Shares under this SPP, if the Company believes that acceptance of the application or issue of the Shares may be contrary to any applicable law, the terms of ASIC Instrument 2019/547 (or any replacement instrument or its equivalent), the Listing Rules, or the terms and conditions of this SPP.

The Company may amend or complete any application received, waive strict compliance with or vary any term or condition of the Offer or resolve in any manner any anomaly, inconsistency, uncertainty or dispute if such amendment, waiver, variation or resolution would assist or permit the Company to issue and/or the applicant to receive Shares under this SPP, provided no amendment, waiver, variation or resolution shall result in the number of Shares to be issued exceeding the number of Shares which may be issued at the Offer price represented by the application monies received.

If payment of application monies is not honoured, the Company may at its sole discretion issue Shares in response to the application and recover the application monies as a debt due or reject the application.

#### **EFFECT OF RECEIPT**

In addition to any certification or acknowledgment noted or provided for herein or in the Application Form, receipt in the Company's Share Registrar's bank account of payment for Shares offered under this SPP:

- constitutes an irrevocable and unconditional acceptance of the Offer on, subject to and in accordance with the terms and conditions set out in this Offer Booklet and the Application Form by the applicant;
- represents an acknowledgment that the applicant is lawfully permitted to accept the Offer to acquire the Shares under the SPP and participate in the SPP in accordance with the applicable laws in Australia and any other applicable laws in the jurisdiction in which the applicant and/or the beneficial owner of the Shares is situated;
- represents an acknowledgment that the applicant accepts the risk that the market price of the Shares may fall between the date on which the Application is submitted and the date the Shares the subject of the Offer are allocated and/or issued;
- represents an acknowledgment by the applicant that the Company is not liable for any exercise of its or its Share Registrar's discretions provided for in the terms and conditions of this Offer Booklet or the Application Form; and
- represents an acknowledgment by the applicant that under the terms and conditions of this Offer Booklet and the Application Form, to the maximum extent possible at law, the applicant releases the Company and its Directors and officers from any liability for any loss the applicant may suffer as a result of making any investment in the Company under the SPP.

#### **MAXIMUM APPLICATIONS**

Each eligible Shareholder who is not a Custodian may only apply for up to a maximum of \$30,000 of Shares under the Offer. If a registered holder of Shares receives more than one offer under this SPP (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$30,000 of shares in total.

Applicants that are not required to complete the Custodian Schedule, by making payment in accordance with this SPP Booklet and the personalised Application Form that accompanies this SPP Booklet (including instructions from the Company and/or the Company's Share Registrar), you certify that the aggregate of the payment(s) paid by you for:

- the parcel of Shares indicated on the Application Form or payment; and
- any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment does not exceed \$30,000.

Joint holders are counted as a single Shareholder for the purposes of determining entitlements. A joint holder who receives more than one offer under the SPP due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$30,000 of shares in total.

Applications counted in determining whether the \$30,000 limit would be exceeded include applications made through a Custodian or other nominee.

#### **CUSTODIANS**

A registered Shareholder who is a Custodian holding Shares on behalf of two or more beneficial holders as at the Record Date may acquire multiple parcels with an application price totalling up to \$30,000 (1,764,705 Shares) on behalf of distinct beneficiaries, subject to compliance with the procedures and certification requirements set out in ASIC Instrument 2019/547. In addition, where requested by the Company, Custodians must provide evidence satisfactory to the Company of distinct holdings when accepting the Offer under this SPP. Custodians must establish that the issue of Shares applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this Offer (or under any other SPP of the Company or similar arrangement) with an application price totalling more than \$30,000 in the 12-month period prior to an application under this SPP.

Custodians must obtain a separate Custodian Schedule from the Company or the Company's Share Registrar if they wish to accept multiple parcels on behalf of distinct beneficiaries. Payment of an amount by using details on a personalised Application Form which accompanies this Offer may be treated by the Company as an acceptance by the holder named on the form and not as being made on behalf of distinct beneficiaries.

When requesting a Custodian Schedule from the Company or the Company's Share Registrar on 1300 288 664 or [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au), Custodians must allow time for the dispatch, completion and return of the

form. Requests should be made to the Company Secretary on (03) 8630 3321. Requests made on or after the fifth business day before the Closing Date may not result in the Custodian Schedule and separate Application Form being received in sufficient time to allow for lodgement before 5:00pm Melbourne time on the Closing Date.

If you are unsure whether you are a Custodian for the purposes of this Offer, you should obtain independent legal advice.

#### **EXCLUDED APPLICANTS**

A Shareholder who alone or with its associates would obtain an interest in more than 20% of the issued voting shares of the Company may be ineligible to accept an offer under this SPP. The Company reserves the right to refuse an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting shares of the Company. The Company may amend any application received (including where the application is constituted by payment of application monies) so that the applicant's interest alone or with its associates is no more than 20% of the issued voting shares of the Company. In the event that an application is adjusted, the Company will refund to the applicant by returning to the transferring bank account as identified by the Share Registrar's bank without interest the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant

Only Shareholders whose address in the Company's register of members is in Australia and New Zealand may apply for Shares under the Offer. Regardless of their address in the register, applicant's resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consent are required or whether formalities need to be observed to enable them to apply for and accept Shares.

Only applicants registered as a Shareholder in the Company's register of members at 7:00pm Melbourne time on the Record Date may apply for Shares under the Offer. The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.

Accordingly, this document and the Application Form do not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer. Payment of application monies and/or return of a Custodian Schedule will be taken by the Company to constitute a representation by the applicant or Custodian (as applicable) that there has been no breach of such requirements.

#### **BROKERAGE**

No brokerage is payable by applicants in respect of applications or the issue of Shares to applicants under this SPP.

#### **ENQUIRIES**

You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.

If you have any questions about this Offer or how to accept this Offer, please contact your stockbroker or professional adviser, or the Company Secretary, Justin Mouchacca on (03) 8630 3321 or by email to [admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au).



## GLOSSARY

<b>ASIC Instrument 2019/547</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, as amended.
<b>ASX</b>	means ASX Limited [ACN 008 624 691] and the prescribed financial market known as the Australian Securities Exchange.
<b>Application Form</b>	means the personalised application and acceptance form which accompanies this Offer Booklet.
<b>Australian Shareholders</b>	mean Shareholders whose address in the Company's register of members as at the Record Date is in Australia.
<b>Company or Cohiba</b>	means Cohiba Minerals Limited [ABN 76 149 026 308].
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Custodian</b>	means a custodian within the meaning of ASIC Instrument 2019/547.
<b>Custodian Schedule</b>	means a separate schedule which can be requested, completed and submitted by a Custodian.
<b>Director</b>	means a Director of the Company.
<b>EFT</b>	Means electronic funds transfer.
<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>New Zealand Shareholders</b>	mean Shareholders whose address in the Company's register of members as at the Record Date is in New Zealand.
<b>Offer</b>	means the offer of fully paid ordinary shares to eligible Shareholders under the SPP made in this Offer Booklet.
<b>Offer Booklet</b>	means this SPP offer booklet.
<b>Record Date</b>	means 7:00pm Melbourne time on Friday 27 November 2020.
<b>Share</b>	means an ordinary fully paid share in the capital of the Company and "Shares" has a corresponding meaning.
<b>Shareholder</b>	means a person who holds Shares.
<b>SPP</b>	means the share purchase plan described in this Offer Booklet.
<b>Share Registrar</b>	means Automic Group Pty Limited.

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 [EntityRegistrationDetailsLine4Envelope]  
 [EntityRegistrationDetailsLine5Envelope]  
 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: CHK

Record Date:  
 7:00pm Melbourne time on Friday 27 November 2020

## SHARE PURCHASE PLAN APPLICATION FORM

**IMPORTANT: CLOSING DATE 5:00PM MELBOURNE TIME ON FRIDAY 18 DECEMBER 2020 (UNLESS VARIED)**

### 1: SUBSCRIPTION

Cohiba Minerals Limited (**the Company**) is offering you the opportunity to purchase up to A\$30,000 of fully paid ordinary shares (**New Shares**) in the Company (subject to any discretionary scale back or oversubscriptions) by way of a Share Purchase Plan (**SPP**) to raise up to \$2,000,000 before costs. The price per Share under the SPP (**Issue Price**) being offered is A1.7 cents (A\$0.017) per New Share. Other than as defined in this Application Form, capitalised terms have the same meaning as defined in the Share Purchase Plan Offer Booklet.

You may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

Application amount (A\$)	Number of New Shares
\$2,000	117,647
\$5,000	294,117
\$10,000	588,235
\$15,000	882,352
\$20,000	1,176,470
\$25,000	1,470,588
\$30,000	1,764,705

The number of New Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Issue Price.

### 2: PAYMENT: YOU CAN PAY EITHER BY BPAY® OR EFT

#### Option A – BPAY®



**Biller Code:** TBC

**Ref No:** [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

**Note:** You do not need to return this form if you have made payment via EFT. Your unique reference number will process your payment for your New Share subscription electronically.

#### Option B – Electronic Funds Transfer (EFT)

The unique payment reference number which has been assigned to your Application is: **CHK[HolderId]**

Funds are to be deposited directly to following bank account:

**Account name:** Automic Pty Ltd

**Account BSB:** TBC

**Account number:** TBC

**Swift Code:** WPACAU2S

**IMPORTANT:** You must quote your unique payment reference number as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New shares subsequently not issued.

**Note:** You do not need to return this form if you have made payment via EFT. Your unique reference number will process your payment for your New Share subscription electronically.

**The Company requires participants in the Entitlement Offer to apply for the Shares by BPAY® or EFT to overcome potential mail delays. Cheques and cash will not be accepted as a form of payment.**

# INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is only available to shareholders who are registered as holders of Shares at 7:00pm Melbourne time on the Record Date of 27 November 2020 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

## HOW TO APPLY FOR SHARES UNDER THE SPP

### 1 Subscription

As an Eligible Shareholder, you may subscribe for up to \$30,000 worth of New Shares in parcels of \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, and must be for a minimum of \$2,000 and a maximum of \$30,000. Applications may be scaled back at the absolute discretion of Cohiba Minerals Limited.

### 2 Payment

**Payment by BPAY:** You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. **To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form.** Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight).

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such New Shares for which you have paid.

**Payment by EFT:** You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time and any associated fees with processing a funds transfer.

**Please ensure you use your unique payment reference number located on the reverse page.** This will ensure your payment is processed correctly to your application electronically.

You do not need to return this form if you have made payment via EFT. Your unique payment reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such New Shares for which you have paid.

Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight) or any associated bank fees and it is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

**The Company and the Share Register accept no responsibility for incorrect, delayed or misdelivered Application Forms or payments.**

**The Company requires participants in the Entitlement Offer to apply for the Shares by BPAY® or EFT to overcome potential mail delays. Cheques and cash will not be accepted as a form of payment.**

### 3 Contact Details & Elect to be an e-Shareholder

Please enter a contact number we may reach you on between the hours of 9:00am and 5:30pm Melbourne time.

As a valued shareholder in Cohiba Minerals Limited, you can help minimise the costs of printing and mailing by electing to receive all shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way. Please enter your details and return to our Share Registry by email to [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au).

Telephone Number (      )	Contact Name (PLEASE PRINT)
Email Address	
CHK – [HolderId]	

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase shares under the Share Purchase Plan, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the Share Purchase Plan in the Share Purchase Plan Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for shares under the Share Purchase Plan is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional schedule that contains further certifications and details (Schedule) that must be provided before your application will be received. The Schedule can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
  - the parcel of Shares indicated on this Application Form or BPAY® or EFT payment; and
  - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not assured of receiving the shares for which you have applied as the Company may scale back applications in its absolute discretion.
9. By making payment of application monies, you certify that:
  - you wish to apply for shares under the Share Purchase Plan as indicated on this Application Form;
  - you have read and understood the terms and conditions of the Share Purchase Plan;
  - you agree to be bound by the Constitution of the Company and the terms and conditions of the Share Purchase Plan;
  - you agree to accept any lesser number of shares than the number of shares applied for; and
  - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.